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03-26-2002

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To the Honorable Commissioner of Pa

ed original documents or copy thereof.

102030312

1. Name of conveying party(ies):

3-7-02

COLLEGELINK.COM INCORPORATED

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 20, 2001

2. Name and address of receiving party(ies):

Name: **TMP Worldwide Inc.**

Address: **622 Third Avenue**

City: **New York State: New York Zip: 10017**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

OFFICE OF PUBLIC RECORDS  
FINANCE SECTION  
MAY -7 PM 3:21

4. Application number(s) or registration number(s):

A. Trademark Applications

Mark	Serial No.
COLLEGELINK.COM	75/894,458

B. Trademark Registrations

Mark	Reg. No.
COLLEGELINK	1,772,126

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Darby & Darby P.C.  
 Street Address: 805 Third Avenue, 27th Floor  
 City: New York State: New York Zip: 10022-7513

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 04-0100

(Attach duplicate copy of this page if paying by deposit account)

2566/3H844  
3H846

EXPRESS MAIL CERTIFICATE

Date 3-7-02 Label No. EV 039139252-US

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

J. Davis  
Name (Print)

J. Davis  
Signature

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Randi S. Miller  
Name of Person Signing

Randi S. Miller  
Signature

March 7, 2002  
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

MILLER 0000030 7589458  
40.00 BP  
25.00 BP  
03/26/2002  
01 FC:481  
02 FC:482

## TRADEMARK ASSIGNMENT

**WHEREAS**, Colgelink.com Incorporated (“Assignor”), is the owner of certain trademarks and pending applications therefor (collectively, the “Trademarks”), which Trademarks are listed on Exhibit A hereto, and the goodwill appurtenant thereto; and

**WHEREAS**, TMP Worldwide Inc., a company organized under the laws of Delaware, with an office at 622 Third Avenue, New York, NY 10017 (“Assignee”), desires to acquire the entire right, title and interest in the Trademarks and the appurtenant goodwill;

**WHEREAS**, the parties hereto entered into an Amended and Restated Asset Purchase Agreement, dated as of May 2, 2001 (the “Agreement”), pursuant to which the Assignor agreed to sell and assign to Assignee substantially all of the assets and liabilities of the Assignor used in the Business (as defined in the Agreement), and Assignee agreed to purchase and assume from the Assignor substantially all of such assets and liabilities upon the terms and conditions set forth therein;

**NOW, THEREFORE**, for and in consideration of the mutual covenants of the parties set forth in the Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee, its successors and assigns, the entire right, title and interest in and to the Trademarks (specifically including the registration therefor), together with the goodwill appurtenant thereto.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Assignor has caused these presents to be duly executed in a manner appropriate thereto effective this 20 day of JUNE 2001.

ASSIGNOR

By: Richard A. Fisher

Name: Richard A. Fisher

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss.:

On the 20<sup>th</sup> day of June, 2001, before me personally came Richard A. Fisher, to me known to be the individual described in, and who executed, the foregoing instrument, and acknowledged that he/she expected the same.

SEAL

[Signature]  
Notary Public

CHERIE  
NOTARY PUBLIC  
No. 0122  
Qualified in the  
Commission Expires 2003

**EXHIBIT A**

**TRADEMARK REGISTRATIONS**

<b><u>TRADEMARK</u></b>	<b><u>REG. NO.</u></b>	<b><u>REG. DATE</u></b>
COLLEGELINK	1,772,126	05/18/93

**TRADEMARK APPLICATIONS**

<b><u>TRADEMARK</u></b>	<b><u>SERIAL NO.</u></b>	<b><u>FILING DATE</u></b>
COLLEGELINK.COM	75/894,458	01/12/02